

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Big Village Holding LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10174 (CTG)

(Jointly Administered)

Ref. Docket No. 14 & 129

**CERTIFICATION OF COUNSEL REGARDING ORDER (I)
APPROVING APA, (II) AUTHORIZING THE SALE OF
CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL
ENCUMBRANCES OTHER ASSUMED LIABILITIES AND PERMITTED
ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES, AND (IV) GRANTING RELATED RELIEF**

On February 8, 2023, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bid Procedures, Bid Protections, and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, and (III) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreements, (II) Authorizing the Sales of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Big Village Holding LLC (6595); Big Village Group Holdings LLC (5882); Big Village Group, Inc. (6621); Big Village Insights, Inc. (8960); Big Village Media LLC (7288); EMX Digital, Inc. (5543); Big Village USA Corporation, Inc. (3414); Big Village Agency, LLC (0767); Balihoo, Inc. (9666); Deep Focus, Inc. (8234); Trailer Park Holdings Inc. (1447). The Debtors' service address is 301 Carnegie Center, Suite 301, Princeton, NJ 80540.

Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief (the “**Motion**”) [D.I. 14].

On March 13, 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order (A) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (B) Approving Certain Bid Procedures, Bid Protections, and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, and (C) Granting Related Relief* (the “**Bid Procedures Order**”) [Docket No. 129] which scheduled a hearing on April 6, 2023 to consider the proposed sale of assets (the “**Hearing**”).

In accordance with the record at the Hearing, the Debtors’ hereby attach as Exhibit A hereto a proposed form approving the sale of the Balihoo assets (the “**Proposed Order**”).

The Debtors submit that the Proposed Order is appropriate and consistent with the relief requested in the Motion and the record at the Hearing, and that the U.S. Trustee, the Prepetition Agent, and the Committee do not object to entry of the Proposed Order. Accordingly, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or hearing.

Dated: April 6, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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